

U.S. v. Edward S. Adams
Case No. 17-64 (DWF/KMM)

Exhibit 53

MINUTES OF THE BOARD OF GOVERNORS OF ADR INVESTMENTS, LLC

JUNE 10, 2010

A meeting of the Board of Governors of ADR Investments, LLC (the "Company") was convened on June 10, 2010. The Board discussed the sale of warrants/shares by Principals and other in Apollo Diamond, Inc. as resolved as follows:

WHEREAS, the Governors have previously considered the transactional details associated with the assignment/sale of warrants by Messrs. B. Linares, R. Linares, E. Adams, M. Monahan, and L. Zipkin for the benefit of Apollo Diamond, Inc. ("Apollo") through the Company;

WHEREAS, after discussion with counsel and accountants, the Governors have decided that a revised structure for the mechanics of the transaction is sensible;

WHEREAS, the Governors acknowledge that under the terms of the offering, buyers of the warrants were purchasing the warrants and paying the Company Four Dollars (\$4.00) per share of which the price paid less the exercise price would be received by the Seller or Assignee of the Warrants via the Company with the exercise price being received by the Company for the benefit of Apollo;

WHEREAS, by way of example, in the event a warrant was purchased for Four Dollars (\$4.00) per share with an exercise price of Five Cents (\$.05) per share, then in such event the Company (or effectively, the Seller) would be entitled to receive Three Dollars and Ninety-Five Cents (\$3.95) and Apollo would receive Five Cents (\$.05) in connection with such sale;

WHEREAS, the Governors believe it is in the best interests of Apollo to provide more of the funds received to Apollo for its use but also want to be cognizant of the fact that these were warrants personally held by the Sellers and were being sold to minimize the dilution to the existing shareholders of Apollo in connection with the transaction;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS, that upon the advice of third parties, the Governors elect to treat the monies received in connection with the transaction in the manner described below;

RESOLVED, that the warrants contributed by the respective parties to the Company shall be regarded as sales by such parties for the benefit of Apollo through the Company and any such amounts received by Apollo in excess of the exercise price of such relevant warrant shall be regarded as either a loan to Apollo or a capital contribution (subject to mandatory repurchase or redemption by Apollo upon the demand of the respective contributor at their sole and unilateral description) by Messrs. B. Linares, R. Linares, E. Adams, M. Monahan, and L. Zipkin—the treatment of which shall be subject to the advice of third parties and which shall accordingly be accounted for in the books of Apollo in a consistent manner;

RESOLVED, that the capital contributed/loans made by Messrs. B. Linares, R. Linares, and E. Adams shall collectively be reflected in the attached Schedule A attached hereto and shall be considered to be in an equal amount as also reflected on Schedule A attached hereto; and

RESOLVED, FINALLY, that Mr. R. Linares shall instruct Apollo to account for the amounts contributed by Messrs. B. Linares, R. Linares, E. Adams, M. Monahan, and L. Zipkin on the books of Apollo in a manner that reflects such contributions/loans upon advice of Apollo's accountant(s).

A handwritten signature in black ink, appearing to be 'E. Adams', written over a horizontal line.

Edward S. Adams

Secretary for the Meeting

ESA001234

SCHEDULE A

RCL	\$486,933
BRL	\$486,933
ESA	\$486,933
LSZ	\$1,000
MRM	\$1,000

Final
RCL:
Adjustments
to reflect

ESA001235

ADR/RE (Reconciliation Confirmation)
Funds Received from Sales of Stock and Warrants

	\$.05 Exercise	\$ 2,730,000 \$1.00 Exercise	682,500 \$4.00 Exercise	Shares	Monies to ADI Via Warrant Exercise	Monies Due Seller	Amount Reinvested/Loan/Sold FBO ADI
ADI				300,000		1,200,000	
BRL	58,000				\$ 2,900	\$ 229,100	\$ 229,100
RCL	58,000				\$ 2,900	\$ 229,100	\$ 229,100
ESA	166,000		41,500		\$ 174,300	\$ 655,700	\$ 225,000
LSZ		17,000			\$ 17,000	\$ 51,000	\$ 1,000
MRM		42,000			\$ 42,000	\$ 126,000	
	282,000	59,000	41,500	300,000	\$ 239,100	\$ 2,490,900	\$ 685,200

FINAL

To: RCL

ESA001236

